

Denton County
Cynthia Mitchell
County Clerk
Denton, Tx 76202



70 2008 00080407

Instrument Number: 2008-80407

As

Recorded On: July 22, 2008

Assignment

Parties: STEPHENS JAMES JORDAN

To

Billable Pages: 5

Number of Pages: 5

Comment:

(Parties listed above are for Clerks reference only)

**** Examined and Charged as Follows: ****

Assignment	27.00
Total Recording:	27.00

***** DO NOT REMOVE THIS PAGE IS PART OF THE INSTRUMENT *****

Any provision herein which restricts the Sale, Rental or use of the described REAL PROPERTY
because of color or race is invalid and unenforceable under federal law.

File Information:

Document Number: 2008-80407
Receipt Number: 506278
Recorded Date/Time: July 22, 2008 12:31:51P

Record and Return To:

HILLWOOD ENERGY
13600 HERITAGE PKWY STE 200
FORT WORTH TX 76177

User / Station: J Morris - Cash Station 1



THE STATE OF TEXAS }
COUNTY OF DENTON }

I hereby certify that this instrument was FILED in the File Number sequence on the date/time
printed hereon, and was duly RECORDED in the Official Records of Denton County, Texas.

Cynthia Mitchell

County Clerk
Denton County, Texas

NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OF THE FOLLOWING INFORMATION FROM THIS INSTRUMENT BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

AMENDMENT TO OIL AND GAS LEASE

STATE OF TEXAS §
§
COUNTIES OF DENTON AND TARRANT §

WHEREAS, on the 17th day of December, 2001, Vera E. Kendall, widow, Individually and C.B. Kendall, III, Individually and as Independent Executors of the Estate of Dr. C.B. Kendall, Jr., Deceased as Lessors, executed an Oil, Gas and Mineral Lease (the "Lease") to Greg Brinkley, said lease being of record in Volume 5000, Page 1169, Real Property Records of Denton County, Texas and Instrument D202037587 of the Official Public Records of Tarrant County, and covering the following lands (the "Lands"):

146.232 acres of land, more or less, being a part of the Rufus King Survey, Abstract 905, Tarrant County and the Rufus King Survey, Abstract 723, Denton County, Texas. Being the same land described in a Warranty Deed dated May 29, 1967, from Eula Faye Ottinger to Dr. Wells O. Stephens and Dr. C.B. Kendall, Jr. recorded in Volume 552, at Page 56 of the Deed Records of Denton County in Volume 4410, at Page 949 of the Deed Records of Tarrant County, Texas

WHEREAS, on the 17th day of December, 2001, Kendra Stephens and Beverly Stephens Branham, Individually and Individually and as Independent co-Executixs of the Estate of Dr. Dr. Wells O. Stephens, Deceased as Lessors, executed an Oil, Gas and Mineral Lease (the "Lease") to Greg Brinkley, said lease being of record in Volume 5000, Page 1164, Real Property Records of Denton County, Texas and Instrument D202037586 of the Official Public Records of Tarrant County, and also covering the Lands

WHEREAS, the Lease is now owned by HILLWOOD ALLIANCE OPERATING COMPANY, L.P., (hereinafter "Lessee") whose address is 13600 Heritage Parkway, Suite 200, Fort Worth, Texas 76177

AND WHEREAS, Paragraph 17 of the Lease presently denies Lessee the authority to pool and/or unitize the Lands with other leases and lands.

NOW THEREFORE, Lessor and Lessee desire to amend the Lease to authorize

Lessee to form pooled units as hereinafter provided.

For and in consideration of the sum of Ten Dollars (\$10), the benefits to be derived, and other good and valuable consideration, the receipt and legal sufficiency of which are hereby acknowledged, Lessor and Lessee hereby delete existing Paragraph 17 from the Lease, thus allowing pooling or unitization on the terms set forth in Paragraph 4 of the Lease, and do further hereby modify existing Paragraph 4 of the Lease to allow Lessee, in the circumstance of drilling a horizontal well or wells on a unit that includes the Lands, to create, establish, enlarge, or modify such units to contain the maximum amount of acreage that may be assigned to a horizontal drainhole well for proration, allowable, and spacing purposes under the rules and regulations of the Railroad Commission of the State of Texas, including, but not limited to, Rule 3.86(d)(1) of the Rules of the Texas Railroad Commission 16 Tex. Admin. Code, Section 3.86, as the same may be amended, based on the horizontal drainhole displacement and lateral extent of the horizontal well bore around which the unit is formed. Lessor recognizes the size of a pooled unit or units that may be formed is dependent on the depth and horizontal and lateral length of the well bore for each well, and many vary from well to well, and that the pooling provision in Paragraph 4 of the Lease, as now amended, shall henceforth allow Lessee in connection with the drilling of horizontal wells to include the Lease in a unit or units for a horizontal well which contains the maximum amount of acreage and lands as permitted by Statewide Rule 86 of the Railroad Commission of the State of Texas, for horizontal wells, to obtain the maximum allowable per well, and comply with all applicable spacing and proration rules and regulations.

In all other respects the Lease remains unchanged. By executing this Amendment, Lessor acknowledges that the Lease is in full force and effect, ratifies the Lease as to all its terms, as modified by this Amendment, and leases, lets, and demises the Lands covered by the Lease to Lessee on the terms and conditions set forth in the Lease, as modified by this Amendment.

This Amendment to Oil and Gas Lease is executed by Lessor as of the date of the acknowledgment below, but shall be deemed effective for all purposes as of July 1st, 2008.

LESSORS:

By: James Jordan Stephens By: Vera E. Kendall
James Jordan Stephens, Individually Vera E. Kendall, a widow
and as Independent Executor of the
Estate of Kendra Ann Stephens,
Deceased

By: Beverly Stephens Branham By: C. B. Kendall III
Beverly Stephens Branham, C. B. Kendall, III, Individually and
Individually and as Independent as Independent Executor of the
Co-Executrix of the Estate of Dr. Estate of Dr. C. B. Kendall, Jr.,
Wells O. Stephens, Deceased Deceased

LESSEE:

HILLWOOD ALLIANCE OPERATING COMPANY, L.P.,
a Texas limited partnership

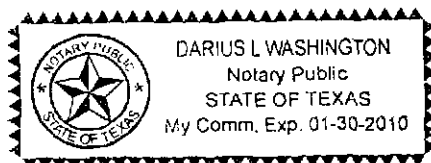
By: Nortex Minerals Operating GP, LLC,
a Texas limited liability company,
its general partner

By: Mark M. Rollins
Name: MARK M. ROLLINS
Title: PRESIDENT

ACKNOWLEDGEMENTS

THE STATE OF TEXAS §
§
COUNTY OF Karrant §

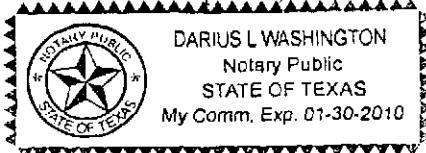
This instrument was acknowledged before me on the 7th day of July,
2008 by James Jordan Stephens, Individually and as Independent Executor of the Estate
of Kendra Ann Stephens, Deceased

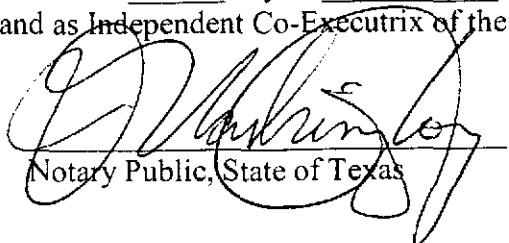


[Signature]
Notary Public, State of Texas

THE STATE OF TEXAS §
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COUNTY OF Tarrant §

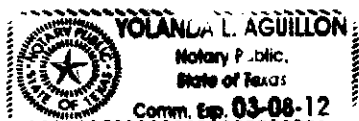
This instrument was acknowledged before me on the 7th day of July, 2008 by Beverly Stephens Branham, Individually and as Independent Co-Executrix of the Estate of Dr. Wells O. Stephens, Deceased.

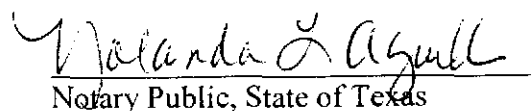



Notary Public, State of Texas

THE STATE OF TEXAS §
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COUNTY OF Tarrant §

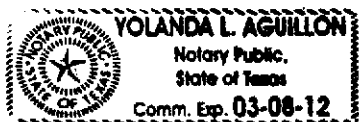
This instrument was acknowledged before me on the 8th day of July, 2008 by Vera E. Kendall, a widow.

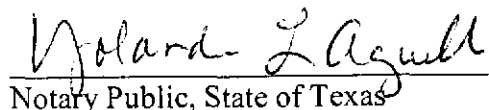



Notary Public, State of Texas

THE STATE OF TEXAS §
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COUNTY OF Tarrant §

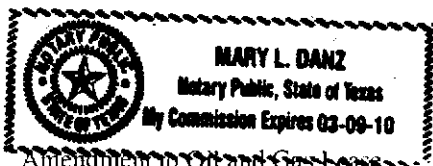
This instrument was acknowledged before me on the 8th day of July, 2008 by C. B. Kendall, III, Individually and as Independent Executor of the Estate of Dr. C. B. Kendall, Jr., Deceased.




Notary Public, State of Texas

STATE OF TEXAS §
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COUNTY OF Dallas §

This instrument was acknowledged before me on July 17, 2008, by Mark M. Rollins, President of Nortex Minerals Operating GP, LLC, a Texas limited liability company, on behalf of said limited liability company, in its capacity as general partner of Hillwood Alliance Operating Company, L.P., a Texas limited partnership, on behalf of said limited partnership.




Notary Public, State of Texas

Return Recorded Document to:
Hillwood Energy
13600 Heritage Parkway, Ste. 200
Fort Worth, Texas 76177

I, Cynthia Mitchell, County Clerk of
Denton County, Texas, do hereby
certify that the attached instrument
(Clerk's File No. 2008-00457)
consisting of 5 pages is a true and
correct copy of the original on file
and of record in my office.

Dated this 22nd day of July, 2008
Cynthia Mitchell, County Clerk
BY: Jane Morris Deputy



HILLWOOD ENERGY
13600 HERITAGE PKWY, STE 200

FT WORTH TX 76177

Submitter: HILLWOOD ENERGY

SUZANNE HENDERSON
TARRANT COUNTY CLERK
TARRANT COUNTY COURTHOUSE
100 WEST WEATHERFORD
FORT WORTH, TX 76196-0401

DO NOT DESTROY
WARNING - THIS IS PART OF THE OFFICIAL RECORD.

Filed For Registration: 07/22/2008 03:53 PM
Instrument #: D208285920
LSE 7 PGS \$36.00

By: _____



D208285920

ANY PROVISION WHICH RESTRICTS THE SALE, RENTAL OR USE
OF THE DESCRIBED REAL PROPERTY BECAUSE OF COLOR OR
RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW.

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